US EXECUTIVE APPROVAL FORM

CUSTOMER NAME: **FAMILY DOLLAR**
PARTNER/VAD NAME:

SECTION I - Approval Requests:
HQAPP Requests:

1. Price hold for for incremental licenses for OAB and Self Service HR with years 1-3 at a 65% discount, year 4 at 55% discount and year 5 at 45% discount.

2. Client requests the use of Full Time Equivalent (FTE) metric to calculate the number of full time employees for the purchase of OAB licenses. This metric was used in the client's 1998 Oracle contract to purchase HR and Payroll licenses; ref SLSA – May-98. The number of OAB licenses for FTEs (30,000) for this deal will match the FTE number of existing licenses for Oracle HR and Payroll.

- Full Time Equivalent is defined in the 1998 OD as the sum of (a) and (b) below:
- (a) For hourly employees, the number of employees is the total number of Full Time Equivalents ("FTE"), calculated as follows: the total FTE is the total number of hours worked by all of Customer's hourly employees during the previous 12-month period divided by 2080 (nimber of hours in year).
- (b) For salaried employees, the number of employees for the calendar year is the sum the total number of people who are salaried employees of Customer at the end of each calendar quarter and divided by four.

3. Flat line technical Support for renewal years 2 and 3.

TIER 1 Requests:

1. Request 65% discount for OAB and Self-Service HR. (E-Business + 40%). Client now wants to purchase 30,000 OAB licenses and 5,000 Self-Service HR licenses. Previous deal, had License at $262,500; Support $57,750. New deal License is at $463,750; Support $102,025.

Additional Justification for requests above:

- Family Dollar is a discount retailer with 5,000 stores. They are growing at a rate of 600 new stores/year. Currently they have 35,000 employees, with an expectation of 65,000 in five (5) years.
- With this sale we expect significant additional sales opportunities due to their explosive growth rate and corresponding increase in employee population.
- We used the FTE metric to license the client's employee population for Oracle HR and Payroll in 1998. We are requesting to utilize the same metric with OAB to license their 30,000 FTE's. The number of OAB licenses for FTEs (30,000) for this deal will match the FTE number of existing licenses for Oracle HR and Payroll. This would allow us to increase the deal size significantly.
- We are not asking any changes to the previously approved language to license ESS for 5,000 persons.
- Family Dollar received a discount of 60% with the original contract.
- The past relationship with this account has been strained for various reasons. (e.g. Oracle sold them Retek apps). They have not purchased any incremental Oracle applications since the original contract, in 1998. As a result of recent management changes, a number of the key managers have PeopleSoft experience. Despite this fact, we have been successful in creating significant support for the Oracle OAB and Self-Service HR. We want to capitalize on this momentum now.

GOVERNMENT
EXHIBIT
P 1154
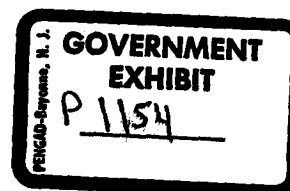
Previously approved requests (include date of approval-1/13/03 and 10/30/02):
1. This is approved by LJE. Please be sure to add the restrictions noted
by Joel.(10/30/2002)

2. Modify the "Person" metric for Oracle Advanced Benefits so as to only include employees that are eligible for
   benefits (10,000 out of 35,000 are eligible)
3. Modify the "Person" metric for Self-Service HR so as to only include employees that currently have connectivity.
(5,000 out of 35,000)

Joel Summers (SVP HR product development) has approved the changes to the standard metrics provided the modified
definitions include an affirmative statement such as "the customer shall ensure that all individuals with
**benefits programs managed by the system are licensed" (or something to that effect) so as to clarify that as they
grow they have to purchase additional licenses.**

4. Hold 50% discount for 2 years for incremental licenses for OAB and SS HR.

5. 50% discount for OAB and Self-Service HR.(E-Business + 30%)

SECTION II – Deal Summary:

	Deal Summary on 1/13/03	Deal Summary as of Feb 26, 2003
Programs	• **10,000 Advanced Benefits** • **5,000 Self-Service HR**	• **30,000 Advanced banefits** • **5,000 Self-Service HR**
License Discount	50% (ebiz + 30%)	65% (ebiz + 40 %)
Support Discount	50% (cbiz + 30%)	65% (cbiz + 40 %)
Support Options/Holds		3 year flatline
Price Holds	Price Hold for additional licenses of 2 years at the same discount-50%	5 year price hold with varying discounts
List License	$525,000	$1,325,000
List Support	$115,500	$ 291,500
Net License	$262,500	$ 463,750
Net Support	$ 57,750	$ 102,025
Net Total Price	$320,250	$ 565,775
Price List Used	January 3, 2003	January 3, 2003

Customer History - Existing Price Holds	
Existing contractual discount (price hold)	NONE
Date of Price List for price hold	NONE
When does price hold expire?	NONE
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	NONE
Name of Agreement if applicable	

SECTION III - Justification:
Family Dollar is a discount retailer with 5,000 stores. They are growing at a rate of 600 new stores/year. Currently they have 35,000 employees, with an expectation of 65,000 in five (5) years.

1. Client wants to licence OAB only for employees that are eligible for benefits (10,000 out of 35,000 are eligible) Family Dollar currently offers benefits to approximately 10,000 employees. They are planning to offer benefits to a larger portion of their employee population, which will increase Oracle's future revenue.

2. Client wants to license Self-Service HR only for employees that currently have connectivity. (5,000 out of 35,000) Family Dollar currently only has 5,000 employees who have connectivity to access Self-Service HR. This number is expected to increase as planned store connectivity will boost the number of employees accessing Self-Service. This in turn will increase Oracle 's future revenue.

Rather than approaching this issue with high discounts, the account team would prefer to protect future revenue opportunities by modifying the metric to include only then employees who are actually using the system.

The past relationship with this account has been strained for various reasons. (e.g. Oracle sold them Retck apps) They have not purchased any incremental Oracle applications since the original contract, in 1998. As a result of recent management changes, a number of the key managers have PeopleSoft experience. Despite this fact, we have been successful in creating significant support for the Oracle OAB and Self-Service HR. We want to capitalize on this momentum now.

Family Dollar received a discount of 60% with the original contract. They had an addendum, which granted them a 50% discount on incremental licenses and new applications. (expired May, 2001)

We are engaged in several sales cycles to sell them a number of other Oracle applications in the next 8 months.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: *(fill in rep name and AVP name here)*
Dennis Nuutinen (ASM)
AVP-Tony Perrigan

Field RM name if submitted by iSD:

R: *(leave blank for HQAPP to fill out)*
C:
L:
A:
BP:

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PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION IV – Computer and Admin Services:
(Delete this section if not applicable)

SECTION V – Ordering Document Details

Instructions - Fill in all sections completely.

APPROVAL REQUIREMENTS - Refer to the Approval Matrix at http://esource.oraclecorp.com
PRICING REQUIREMENTS – Refer to Price List and Price List Supplement for minimums and prerequisites.
PRICING SPREADSHEET – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.
MIGRATIONS - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to http://nafo.us.oracle.com under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.

Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.

General Information	
Contract requested by (insert date): After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	January 10, 2003
Opportunity I.D. (OSO Number):	818765
Is this a ship order?	X Yes No
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	____Yes _X_No
Does deal contain new licenses with an *approved* non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	____Yes (specify non-supported license type and eBusiness license type used to determine conversion) _X_ No
Quote Valid Through (insert date):	January 24, 2003
Partner (insert name, if applicable)?	Margin or % of net license fees_____
VAD (insert name, if applicable)?	Margin or % of net license fees_____
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee? If yes, specify payment type:	____Yes ____No ____Applications Affiliate Fee ____ROP Fee *(GB Use Only)*
MIGRATIONS OR UPDATES:	Yes X_No
PREMIUM SERVICES:	Yes X_No
INCIDENT PACKS:	Yes X_No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	____Yes _X_No
Payment Terms:	_X_Net 30 ____Other (Specify)_____
Referenced Agreement:	____New OLSA X Other (Specify)_SLSA # NL-384357-31-May 98

ORCL-EDOC-00357022

Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	**Family Dollar, Inc.**
Business Address:	10401 Old Monroe Road
City / State / Zip:	Matthews, NC 28201
Customer Contract Admin:	Elizabeth Austin
Phone #:	704-814-3462
Fax #:	704-814-6095
E-mail ID:	eaustin@familydollar.com
Billing Contact:	Elizabeth Austin
(Partner/VAD if Indirect):	
Address:	10401 Old Monroe Road
City / State / Zip:	Matthews, NC 28201
Phone #:	Elizabeth Austin
Fax #:	704-814-3462
E-mail ID:	704-814-6095
Tax Status :	Exempt ___ (Need certificate for ship to state if not on Oracle's Tax Exemption Log)
	Non-Exempt _X_
Shipping Contact:	**Same as above**
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Technical Support Contact:	Same as above
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
Email ID:	
Partner Name (Indirect):	
Address:	
City / State / Zip:	
Contact Admin:	
Phone #:	
Fax #:	
E-mail ID:	

Education (EPPC)	
Education Prepaid Credit Amount:	$_____
Education Discount:	_____%
Education Revenue:	$_____
Education Sales Rep:	

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PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:
Make: HP
OS: HP/UNIX
PROGRAMS:

• •

Applications		
Will applications be modified:	___ Yes	X No
Will users be accessing modified Apps from the web:	X Yes	No
Have all prerequisites been included:	X Yes	No
Will users use Fast Forward RPM:	Yes	X No
Will applications be hosted:	Yes	X No
Indicate database that Apps will run on:	Oracle	
Indicate CSI for existing prerequisite database and tools:	N/A	

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	
(2)	
(3)	
(4)	

Internal Administrative Information	
Applications Sales Manager	Dennis Nuutinen
Technology Sales Manager	Bernie Perreault
Account Manager	
iSD Rep	Jim Doherty
Education Sales Rep	Ginger Clements
Support Renewals Rep	Mike Clements
Premium Support Rep	
Migrations Manager	
Is there a teaming agreement?	____Yes (if yes, list all appropriate reps) X No
Requester:	Name: _Dennis Nuutinen_____ Business Telephone: ___704-423-1422_____ Cell Phone: _704-906-1401_